

**CHARTER**

*chart pp*

AND  
*and*

**BY-LAWS**

*BY - LAWS*

OF THE

**CARONDELET IMPROVEMENT COMPANY.**

---

ORGANIZED, Nov. 23d, 1853.

---

PHILADELPHIA.

C. H. BUTT, PRINTER, 62 WALNUT STREET.  
1853.



**C H A R T E R**

**A N D**

**B Y - L A W S**

**O F T H E**

**C A R O N D E L E T I M P R O V E M E N T C O M P A N Y .**

---

ORGANIZED, Nov. 23d, 1853.

---

**P H I L A D E L P H I A .**

**C . H . B U T T , P R I N T E R , 6 2 W A L N U T S T R E E T .**  
**1 8 5 3 .**

Digitized by the Internet Archive  
in 2016

*Robertson*

OFFICERS FOR 1854.

---

*President.*

P. C. WRIGHT, New-Orleans.

*Vice-President and Treasurer.*

ARCHIBALD ROBERTSON, Philadelphia.

*Secretary.*

OLIVER HOUGH, Philadelphia.

*Assistant Secretary.*

LOUIS GAGNET, New-Orleans.

*Directors.*

P. C. WRIGHT, New-Orleans,

ARCHIBALD ROBERTSON, Philadelphia,

CHARLES H. ROGERS, do.

BERNARD DOUREDOURE, do.

ALEXANDER OSBOURN, do.

THOMAS W. WOODWARD, do.

JOHN C. HITCHCOCK, New-York.

# THE HISTORY OF THE

REIGN OF

CHARLES THE FIRST

BY

JOHN

WILKINS

OF

THE UNIVERSITY OF

OXFORD

IN TWO VOLUMES

VOLUME THE FIRST

THE FIRST PART

OF THE REIGN

OF CHARLES THE FIRST

FROM HIS BIRTH

TO HIS DEATH

IN THE YEAR 1649

# STATE OF LOUISIANA.



## AN ACT

*For the organization of corporations for works of public improvement and utility.*

(Approved, March 12th, 1852.)

SEC. 1. *Be it enacted by the Senate and House of Representatives of Louisiana, in General Assembly convened,* That from and after the promulgation of this act, it shall be lawful for any person or persons, not less than six, on compliance with the provisions of this act, to form themselves into and constitute a corporation for the following purposes, to wit: for the construction, working and maintenance of any railroads, canals, plank-roads, bridges, ferries and other works of public improvement, whether within or without the limits of this state; for manufactories of all kinds, opening and working of mines, construction and maintenance of docks, foundries, steamships or other vehicles for the transportation of freight or passengers, and generally all works of public utility and advantage; provided, that no corporation shall engage in mercantile or agricultural business in general, nor in commission, brokerage, stock-jobbing, exchange or banking business of any kinds.

SECT. 2. *Be it further enacted, &c.,* That every corporation which may be established under and by virtue of the provisions of this act, shall have power and authority, 1st, to have and enjoy succession by its corporate name, for the period expressed in its act of corporation, not exceeding twenty-five years; 2d, to contract, sue and be sued, in the corporate name; 3d, to make and use a corporate seal: 4th, to hold, receive, purchase and convey under its corporate name, property both real and personal; 5th, to name and appoint such managers, directors and officers as their interests and convenience may require; 6th, to make and establish such by-laws for the proper management

and regulation of the affairs of the corporation as may be necessary and proper, and not inconsistent with the provisions of this act.

SECT. 3. *Be it further enacted, &c.*, That every charter of incorporation made under the authority of this act, shall contain, 1st, the name and title of the corporation, and place chosen for its domicile; 2d, a description of the purposes for which it is established, the nature of the business to be carried on, and the designation of the officer on whom citation may be served in suits against the company; 3d, the amount of the capital stock, the number of shares, amount of each share, and the time when and the manner in which payments on stock subscribed shall be called or made; 4th, the mode in which the election of directors or managers shall be conducted; 5th, mode of liquidation at the termination of the charter.

SECT. 4. *Be it further enacted, &c.*, That the charter of all corporations organized under the terms of this act, and the original subscriptions made for the purpose of organizing it, shall be recorded in the office of the recorder of mortgages, or other officer exercising the functions of recorder of mortgages, at the place selected for the domicile of the corporation; and said charter shall be published in a newspaper of said place of domicile, once a week at least, for thirty days: but it shall not be necessary to publish the names of the subscribers, and any subscriber may present the said charter and subscriptions for record with a recorder of mortgages as aforesaid.

SECT. 5. *Be it further enacted, &c.*, That it shall be lawful for the stockholders of any corporation, at a general meeting convened for that purpose, to make any modification, addition or changes in its act of incorporation, or to dissolve the corporation, provided such modification, addition, change or dissolution shall receive the assent of three fourths of the stock represented at such meeting. Provided further, that such modification, addition, change or dissolution shall be recorded as is required by the fourth section of this act.

SECT. 6. *Be it further enacted, &c.*, That any corporation established under this act shall forfeit its charter for insolvency, evidenced by a return of no property found on execution against such corporation; and that in such case it shall be the duty of the district court of the district of such corporation at the instance of any creditor, to decree such forfeiture, and to appoint a commissioner for effecting the liquidation, whose duty it shall be to convert all the assets of the company,

including any unpaid balances due by stockholders on their shares, into cash, and to distribute the same under the direction of the court, amongst the parties entitled thereto, in the same manner, as near as may be, as is done in cases of insolvency of individuals.

SECT. 7. *Be it further enacted, &c.*, That no rail-road, plank-road nor canal shall be constructed through the streets of any incorporated city or town, without the consent of the municipal council thereof; and such consent once obtained, shall not be withdrawn during the term of the charter.

SECT. 8. *Be it further enacted, &c.*, That no stockholder in any corporation organized under this act, shall ever be held liable or responsible, in any manner, for the contracts or debts of such corporation, in any further sum than the amount of any unpaid balance due to the company on the shares owned by such stockholder, nor shall any mere informality in organization have the effect of rendering a charter null, or of exposing a stockholder to any liability beyond the amount of his stock, provided the provisions of this act have been substantially complied with.

SECT. 9. *Be it further enacted, &c.*, That in all cases where rail-roads, plank-roads or canals shall cross any highway, the corporation shall so construct said work as not to hinder, impede or obstruct the safe and convenient use of such highway. That in all cases where rail-roads, plank-roads or canals shall be constructed or dug across any plantation or lands in cultivation, or that may be cultivated, the corporation shall so construct said work as not to hinder, impede or obstruct the drainage of said land; nor shall any privilege herein granted be so construed as to authorize or empower any corporation to hinder or impede, or offer any obstruction to the drainage of any lands through which any rail-road, plank-road or canal may be constructed, after the construction of said work; and if any rail-road, or plank-road shall, in its course, cross any tide waters, or navigable rivers or streams, the company may erect, for the sole and exclusive use of such rail-road or plank-road, the bridges required for crossing; but such bridges shall be so constructed as not to obstruct or necessarily impede the navigation of said waters or streams.

SECT. 10. *Be it further enacted, &c.*, That the provisions of the act entitled "an act to provide for the organization of corporations in this state," approved 16th March, 1848, shall not be so construed as to apply to any corporations established under this act.



C H A R T E R

O F T H E

**CARONDELET IMPROVEMENT COMPANY.**

---

We the undersigned agree to form ourselves into a corporation under the laws of the state of Louisiana, as particular set forth in "An Act for the organization of corporations, for works of public improvement and utility," approved March 12th, 1852. And for that purpose have agreed to the following charter, and signed the same.

CHARTER OF THE COMPANY.

1st. The said corporation shall be called the "Carondelet Improvement Company;" and its domicil is fixed in New-Orleans. The President is the officer designated as the one on whom legal service of all process or citation against the company may be made, and the company agree to be bound by service of process or citation, whether made on the President in person, or left to his address at the office of the company in the hands of any of its officers, at the place of its domicil.

2d. The said corporation is established for the purpose of drainage; to reclaim swamp lands lying back of New-Orleans, within the chartered limits of said city, and upon Lake Pontchartrain, and elsewhere within the state of Louisiana; and for the construction, working and maintainance of manufactories of cotton, and other materials, and of rail-roads, canals, and other works of public improvement and utility, in the state of Louisiana and elsewhere.

3d. The capital stock of said company is fixed at One Million Dollars, divided into ten thousand shares of one hundred dollars each. A payment of twenty per cent. on the amount of each share shall be made at the time of subscribing; the subsequent payments shall be made in such sums, and at such periods, as shall be fixed by the Directors.

4th. The business of the corporation shall be conducted by a Board composed of seven Directors, who shall be stockholders. The Directors shall elect one of their number as President, and one as Vice-President, of the company, at their first meeting after their election. A quorum to transact business shall consist of at least five Directors.

5th. At all elections by the stockholders, and at all their meetings, each share shall be entitled to one vote. Votes may be given in person or by proxy, both at meetings of stockholders, and at meetings of the Board of Directors.

6th. The first election of Directors shall be held in the city of Philadelphia. The Directors then elected shall hold office until the first Monday in February 1855, on which day, and annually thereafter, the election of Directors shall take place at the office of the company in the city of New-Orleans, or at such other place as the Board of Directors may designate. The elections shall be by ballot; on each ballot shall be written the name of the person voted for, and the number of shares which it represents.

7th. A failure to elect Directors shall not dissolve the corporation; but the Board in office shall continue the exercise of its functions, until a new Board shall be elected.

8th. All notices of elections, and meetings of stockholders, shall be given by publication, four times in four consecutive weeks, in a newspaper in New-Orleans, and in the cities of New-York and Philadelphia respectively.

9th. In case of failure on the part of any subscriber or stockholder to pay the instalments on his stock as may be required by the Board of Directors, the Board of Directors shall have the option, after thirty days notice to the defaulter, of declaring his stock forfeited, and selling it for the benefit of the company, or compelling by suit, the payment of such instalments: and no stockholder shall be permitted to vote on any question whilst in default.

10th. All meetings of the Stockholders called for the purpose of increasing or diminishing the capital stock of the company, or for any of the purposes enumerated in the fifth section of the act of the legislature of Louisiana, entitled "An act for the organization of corporations, for works of public improvement and utility," shall be composed of persons holding in their own right, or as agents for others, at least two thirds of the stock of the company, in order to take valid and binding action in the premises. At all meetings of Stockholders, and at all elections, a majority of the capital stock of the company shall be represented, and in the latter case, if such majority be not present nor represented, the meeting shall be adjourned for a time not exceeding ten days, and the vote of the majority of the stock present, and represented at such adjourned meeting, shall bind the company, in the same manner as if a majority of all the stock were present and represented.

11th. Any vacancy in the Board of Directors occurring during the year, may be filled by a vote of the Board.

12th. The President and Directors of this corporation, shall have power to have and enjoy succession in its corporate name, for the period prescribed by law,—to contract, sue and be sued in its corporate name,—to make and use a corporate seal,—to hold, receive, purchase, and convey under its corporate name, property both real and personal, and to do every thing necessary for the purpose of carrying into effect the object of the corporation; according to the provisions contained in Section 2d, of the act of the legislature of Louisiana, referred to in Article 10th, of this charter, to appoint a Secretary, Treasurer, Superintendent and other officers and servants, necessary or proper; to make by-laws, rules and regulations, which may be deemed necessary for the proper, safe and regular transaction of the business of the company. But such rules and regulations shall be subject to repeal or amendment, by a majority of the stockholders, at their meetings, or by the President and Directors in the interval.

They shall declare semi-annually the dividends of the profits arising out of the operations of said corporation, after the payment of all necessary expenses, and they shall keep, or cause to be kept, a regular set of books, in which shall be entered all the business transactions of the company.

And shall record in a book to be kept for that purpose, the minutes of all their proceedings when in session as a Board.

13th. Stock books shall be kept at the office of the company. Certificates of stock shall be issued to the Shareholders, and no transfer of stock shall be binding on the company, until made on its stock book. No transfer of stock, shall exempt the party transferring it, from the obligation of paying instalments previously called for, and no stockholder shall be entitled to vote, at any meeting of the stockholders, unless he became a stockholder on the books of the company, at least thirty days previous to such meeting.

14th. The Directors may establish offices for the transfer of stock, and for the general business of the company, in the cities of New-Orleans, New-York, and Philadelphia.

15th. No money shall be borrowed by the said company, unless authorized, by a vote of two thirds of the stock represented at a regularly called meeting of the stockholders. But the Board of Directors may contract for the purchase of land, machinery, materials and necessary supplies, or labor, on such terms as they may deem proper, payable either in money or stock of the company, at such price as the Board may see fit to demand or receive.

16th. At the annual meeting of the stockholders, on the first Monday in February, statements of the financial and other affairs of the company shall be laid before the meeting by the President and Directors then in office. The President and Directors may call other meetings when they may think proper, and it shall be their duty at any time, on the requisition in writing of stockholders representing one fifth of the stock of the company, to call a meeting of the stockholders, to take into consideration any matters affecting the interest of the company.

17th. All meetings of Directors or stockholders shall be held at the office of the company in the city of New-Orleans. Provided, that the Directors may hold meetings of their Board, either at the office of the company in New-York, or Philadelphia, by a vote of the majority of the Board at any meeting thereof, and may call meetings of the stockholders, either at New-York or Philadelphia, upon giving notice of such called meeting, one month by publication, once in each week prior thereto, in a newspaper published in the cities of New-Orleans,

New-York, and Philadelphia; and further provided, that the Board may adjourn their meetings, either regular or called meetings, from time to time. and to meet at either of the above named places, as circumstances in its judgment may favor or require. The regular meetings of the Board, shall be held on the first Monday in February, May, August and November.

18th. The capital stock may be increased or diminished at any time by the vote of two thirds of the stockholders in amount, at any meeting of stockholders regularly called for that purpose, which call shall be made by order of the Board of Directors. The same notice to be given as provided in the case of meetings of stockholders for other purposes.

19th. At the expiration of the charter, or whenever the dissolution of the corporation shall render necessary its liquidation, three Commissioners shall be elected by the stockholders, at a meeting convened for that purpose, whose duty it shall be, to take possession of the property of the company and conduct its business to a final liquidation on such terms, and in such manner, as shall then be determined.

20th. This corporation shall be organized and go into operation as soon as fifty thousand dollars of its capital stock shall have been subscribed.

21st. This charter shall be and continue in force, for and during the term of twenty-five years from the date of recording the same, as prescribed by the act of the legislature, in such case made and provided.



B Y - L A W S  
O F T H E  
CARONDELET IMPROVEMENT COMPANY

---

SECTION 1. A meeting of the Stockholders for the election of Directors, and for other purposes, shall be held annually, on the first Monday in February, at the office of the company; in the city of New-Orleans, or at such other place as the Board of Directors may designate, and notice of such meeting shall be published once in each week for four consecutive weeks prior thereto, in a newspaper, published in the cities of New-Orleans, New-York and Philadelphia respectively.

SECTION 2. At the annual meeting there shall be elected by ballot seven Directors, who shall be stockholders, to the amount of at least fifty shares of the stock of the company, and who shall hold office for one year, and until others are elected to succeed them. The Directors shall elect one of their members President, and one Vice-President. They shall appoint a Secretary, and Assistant Secretary—the latter to reside at New-Orleans, and to give security satisfactory to the Board, they shall also elect a Treasurer, and a Managing Committee to consist of three Directors to serve for one year, and until others are appointed to succeed them.

The President and Vice-President shall also be ex-officio, members of said committee.

SECTION 3. The President or Vice-President shall call special meetings of the Board at any time or place, when requested by five members of the Board in writing, and shall accordingly direct the Secretary to give due notice of such meeting.

SECTION 4. At all meetings, the President, or in his absence the Vice-President, shall preside; or in the absence of both a President pro tempore shall be appointed.

Three members of the Board shall constitute a quorum for the transaction of business.

SECTION 5. The order of business shall be as follows :

1st. The minutes of the preceeding stated meeting, and of all subsequent special meetings, shall be read by the Secretary, and submitted for approval or correction.

2d. The Secretary's report shall be read.

3d. The Treasurer's report shall be read.

4th. The reports of Committees shall be read and acted upon, in the order named in Section 2.

5th. Deferred business, and new business.

SECTION 6. The President shall preserve order. When a motion shall be made and seconded, it shall before debate, be stated by the President. The yeas and nays on any question may be called by any two members, and the names shall be called alphabetically, the President last.

SECTION 7. All Special Committees shall be appointed by the Officers presiding at the meeting when appointed.

SECTION 8. The Secretary and Treasurer shall be ex-officio members of the Board of Directors, but shall not be entitled to vote upon any question pending before the Board, unless they are elected members thereof.

SECTION 9. The Secretary shall keep his office in the city of Philadelphia, which shall be the office of the company, in that city. He shall keep a faithful record of all the acts and doings of the Board of Directors. He shall make reports of the business of the company to the Board of Directors quarterly, or oftener if required, and generally do and perform all other acts pertaining to the office of Secretary, or that the Board shall from time to time require. In case of his absence or inability, a Secretary pro tem. may be appointed by the Board.

SECTION 10. It shall be the duty of the Assistant Secretary at New-Orleans, to keep the books and accounts of the company, to receive moneys collected from the resources, of the company there, or transmitted to him from the Treasurer, and he shall deposit the same where the Treasurer, may direct, and make full and accurate report thereof, and the state of the company's account to the Secretary at Philadelphia, at the end of each month.

SECTION 11. The Treasurer shall receive all monies of the company, and deposit the amount thereof in Bank, and invest and disburse the same, as the Board of Directors may order and direct. He shall keep a regular cash account, and shall make quarterly reports to the Board of Directors of the receipts and disbursements. He may be required to give security for the faithful performance of the duties of his office.

SECTION 12. The Managing Committee shall be the committee on finance and claims. They shall manage the business of the company at New-Orleans, or elsewhere; appoint a superintendent, and such subordinates as may be required, shall be charged with the purchase of materials, and with all things necessary to be done in the execution of the works and improvements contemplated in the charter. They shall investigate and approve of, or reject all claims against the company, and report quarterly or oftener if required to the Board of Directors, of all their acts. The Treasurer shall be ex-officio a member of such committee. One of said committee shall be required to be at all times at New-Orleans.

SECTION 13. The salaries of the officers, superintendents and agents, shall be fixed by the Board of Directors, as also all compensation allowed to committees or members for services, and no change shall be made in such appointments, salaries or compensations, unless by a vote of a majority of the whole Board of Directors.

SECTION 14. All certificates of stock issued by this company, shall have the corporate seal of the company affixed thereto; be signed by the President or Vice-President and attested by the Secretary, and countersigned by the Treasurer, and no transfer shall be allowed on the books of the company, until all arrearages shall be paid, unless by permission of the Board of Directors.

SECTION 15. Books for the recording and transferring of stock, shall be opened at the office of the company in Philadelphia. The Assistant Secretary shall have power to make transfers of stock, and shall forward the vouchers of the same without delay to Philadelphia office for the certificates.

SECTION 16. The corporation shall have a common seal, with such device as the Directors shall determine, which seal shall be kept by the President or Vice-President as the Board of Directors may designate.

SECTION 17 In case of non-payment, in whole or in part, by any Stockholder of any instalment or instalments, on any share or shares of stock, as the same may be called for by the Directors, the Board of Directors may proceed, (after thirty days notice in writing, to any Stockholder in default,) to declare said stock forfeited to the company, together with all or any instalments, previously paid thereon, or may institute suit against such Stockholder, for any instalment in arrears, or may sell the stock, as the Board of Directors may deem most beneficial to the interests of the company.

SECTION 18. The instalments upon stock, ordered by the Board of Directors, as provided in the Charter, shall be due and payable by the Stockholders, after thirty days notice given by advertisement thereof, in a newspaper published in the cities of Philadelphia, New-York and New-Orleans respectively, once in each week, for four consecutive weeks, prior to the time named for the payment of such instalment.

SECTION 19. It shall be the duty of the President to see that all resolutions of the Board of Directors be carried into effect, and to have a general supervision of the works and affairs of the company.

SECTION 20. All deeds, contracts and other obligations which the Board of Directors may from time to time direct to be executed, shall be signed by the President, or in his absence by the Vice-President, and the Secretary, and shall be sealed with the seal of the company.

SECTION 21. Any of these By-Laws may be altered, amended, or repealed, and others added, by a vote of the holders of two thirds of the shares, at a regularly called meeting of the Stockholders, or by a majority of the whole Board of Directors at the intervals, subject however to repeal or modification by the Stockholders, at their meetings aforesaid.